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10/4/06

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*Counsel for the Official Committee of Equity Security Holders of  
USA Capital First Trust Deed Fund, LLC*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re: ) BK-S-06-10725-LBR  
USA COMMERCIAL MORTGAGE COMPANY ) Chapter 11  
Debtor. )

In re: ) BK-S-06-10726-LBR  
USA CAPITAL REALTY ADVISORS, LLC, ) Chapter 11  
Debtor. )

In re: ) BK-S-06-10727-LBR  
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, ) Chapter 11  
Debtor. )

In re: ) BK-S-06-10728-LBR  
USA CAPITAL FIRST TRUST DEED FUND, LLC, ) Chapter 11  
Debtor. )

In re: ) BK-S-06-10729-LBR  
USA SECURITIES, LLC, ) Chapter 11  
Debtor. )

Affects )  
☐ All Debtors )  
☐ USA Commercial Mortgage Co. )  
☐ USA Securities, LLC )  
☐ USA Capital Realty Advisors, LLC ) Date: September 28, 2006  
☐ USA Capital Diversified Trust Deed ) Time: 9:30 a.m.  
☒ USA First Trust Deed Fund, LLC )

**NOTICE OF ENTRY OF ORDER APPROVING FIRST INTERIM FEE AND  
EXPENSE APPLICATION OF SHEA & CARLYON, LTD., SPECIAL (LOCAL)  
COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS  
OF USA CAPITAL FIRST TRUST DEED FUND, LLC (AFFECTS DEBTOR USA  
CAPITAL FIRST TRUST DEED FUND, LLC)**

1 PLEASE TAKE NOTICE THAT an Order Approving First Interim Fee and Expense  
2 Application of Shea & Carlyon, Ltd., Special (Local) Counsel to the Official Committee of  
3 Equity Security Holders of USA Capital First Trust Deed Fund, LLC (Affects Debtor USA  
4 Capital First Trust Deed Fund, LLC) was entered on the 4<sup>th</sup> day of October, 2006, a true and  
5 correct copy of which is attached hereto.  
6

7 DATED this 4<sup>th</sup> day of October, 2006.  
8

9 SHEA & CARLYON, LTD.

10 

11 CANDACE C. CARLYON, ESQ.

12 Nevada Bar No. 0002666

13 JAMES PATRICK SHEA, ESQ.

14 Nevada Bar No. 000405

15 SHLOMO S. SHERMAN, ESQ.

16 Nevada Bar No. 009688

17 233 S. Fourth Street, 2<sup>nd</sup> Floor

18 Las Vegas, NV 89101  
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Entered on Docket  
October 04, 2006

Hon. Linda B. Riegler  
United States Bankruptcy Judge

STUTMAN, TREISTER & GLATT, P.C.  
FRANK A. MEROLA  
(CA State Bar No. 136934)  
EVE H. KARASIK  
(CA State Bar No. 155356)  
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*Counsel for the Official Committee of Equity Security Holders of  
USA Capital First Trust Deed Fund, LLC*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:	) BK-S-06-10725-LBR
USA COMMERCIAL MORTGAGE COMPANY	) Chapter 11
Debtor.	)
In re:	) BK-S-06-10726-LBR
USA CAPITAL REALTY ADVISORS, LLC,	) Chapter 11
Debtor.	)
In re:	) BK-S-06-10727-LBR
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,	) Chapter 11
Debtor.	)
In re:	) BK-S-06-10728-LBR
USA CAPITAL FIRST TRUST DEED FUND, LLC,	) Chapter 11
Debtor.	)
In re:	) BK-S-06-10729-LBR
USA SECURITIES, LLC,	) Chapter 11
Debtor.	)

**ORDER APPROVING FIRST INTERIM FEE APPLICATION OF SHEA &  
CARLYON, LTD.**

1 Affects )

2 ☐ All Debtors )

3 ☐ USA Commercial Mortgage Co. )

4 ☐ USA Securities, LLC )

5 ☐ USA Capital Realty Advisors, LLC )

6 ☐ USA Capital Diversified Trust Deed )

7 ☒ USA First Trust Deed Fund, LLC )

Date: September 28, 2006

Time: 9:30 a.m.

8 **ORDER APPROVING FIRST INTERIM FEE AND EXPENSE APPLICATION OF**  
 9 **SHEA & CARLYON, LTD., SPECIAL (LOCAL) COUNSEL TO THE OFFICIAL**  
 10 **COMMITTEE OF EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST**  
 11 **TRUST DEED FUND, LLC**  
 12 **(AFFECTS DEBTOR USA CAPITAL FIRST TRUST DEED FUND, LLC)**

13 The Court having considered the "First Interim Fee and Expense Application of Shea  
 14 & Carlyon, Ltd., Special (Local) Counsel to the Official Committee of Equity Security  
 15 Holders of USA Capital First Trust Deed Fund, LLC" (the "Application"); having reviewed  
 16 the pleadings, papers and records on file in this matter; having considered the arguments of  
 17 counsel; the compensation originally requested by the Application in the amount of  
 18 \$171,222.75 having been voluntarily reduced by Shea & Carlyon ("Applicant") by \$459,  
 19 resulting in a total compensation request of \$170,763.75 (consisting of \$164,663.75 for fees  
 20 incurred by applicant during the period of May 10, 2006 through July 31, 2006, and \$6,100 for  
 21 expenses incurred by Applicant during the same period); the Application having been properly  
 22 served upon all parties-in-interest; all objections to the Application having been considered  
 23 and either overruled or otherwise resolved; and good cause appearing:

24 IT IS HEREBY ORDERED that the Application, as amended in open court, is  
 25 approved.

26 IT IS FURTHER ORDERED that Applicant is hereby awarded total compensation in  
 27 the amount of \$170,763.75, consisting of \$164,663.75 for fees incurred by Applicant during  
 28 the period of May 10, 2006 through July 31, 2006, and \$6,100 for expenses incurred by

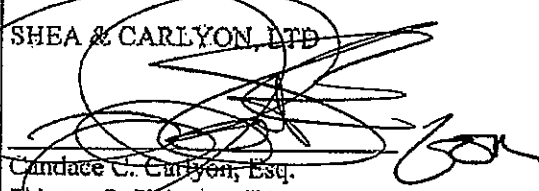
1 Applicant during the same period.

2 IT IS FURTHER ORDERED that the Application, as well as this award, are interim in  
3 nature as provided in the Court's Administrative Order Establishing Procedures for Interim  
4 Compensation and Reimbursement of Expenses of Professionals entered August 29, 2006  
5 [Docket No. 1202].  
6

7 IT IS FURTHER ORDERED that the above compensation shall be paid forthwith by  
8 USA First Trust Deed Fund, LLC.  
9

10 SUBMITTED BY:

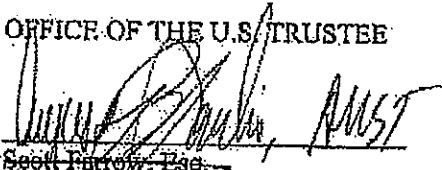
11 SHEA & CARLYON, LTD

12   
13 Candace C. Carlyon, Esq.  
14 Salomo S. Sherman, Esq.  
15 233 S. Fourth St., #200  
Las Vegas, NV 89101

16 Counsel for the Official Committee of Equity  
17 Security Holders of USA Capital First Trust  
18 Deed Fund, LLC

19 APPROVED/DISAPPROVED:

20 OFFICE OF THE U.S. TRUSTEE

21   
22 Scott Farrow, Esq.  
23 300 Las Vegas Blvd. So., #4300  
24 Las Vegas, NV 89101

25  
26 Counsel for the United States Trustee  
27  
28

**RULE 9021 DECLARATION**

In accordance with Local Rule 9021, the undersigned certifies:

☐ The Court waived the requirements of LR 9021.

☒ I have delivered a copy of proposed order to all attorneys and unrepresented parties who appeared at the hearing regarding this matter and/or who filed a written objection and each has:

☒ approved the form of this order; or

☒ waived the right to review this order; and/or

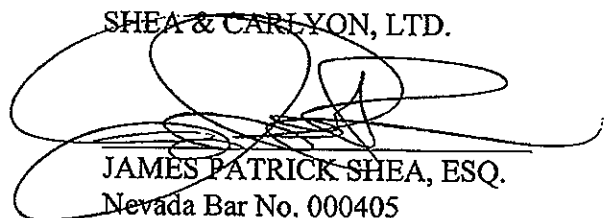
☐ failed to file and serve papers in accordance with LR 9021(c).

☐ I have delivered a copy of this proposed order to all attorneys and unrepresented parties who appeared at the hearing regarding this matter and/or who filed a written objection and all have either approved the form of this order, waived the right to review the order, failed to file and serve papers in accordance with LR 9021(c) and the following have disapproved the order:

☐ No opposition was filed to the motion and no other party or counsel appeared at the hearing.

DATED this 2<sup>nd</sup> day of October, 2006.

SHEA & CARLYON, LTD.



JAMES PATRICK SHEA, ESQ.

Nevada Bar No. 000405

233 S. Fourth Street, 2<sup>nd</sup> Floor

Las Vegas, NV 89101

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